

Nonrefundable Filing Fee: \$100.00
* Nonprofit: \$50.00

STATE OF HAWAII
DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS
Business Registration Division
335 Merchant Street
Mailing Address: P.O. Box 40, Honolulu, Hawaii 96810



ARTICLES OF MERGER

(Section 414-315, 414D-203, 425-204, 425E-1107, 428-905, Hawaii Revised Statutes)

PLEASE TYPE OR PRINT LEGIBLY IN BLACK INK

The undersigned, certify as follows:

1. The names and state of formation of the entities proposing to merge (including the survivor) are:

(1) _____
(Type/Print Name of Entity)

a (check one): ☐ Profit Corp. ☐ Professional Corp. ☐ Nonprofit Corp. ☐ General Partnership
☐ Limited Partnership ☐ LLC ☐ LLP (If LLP must also check General Partnership) ☐ LLLP

formed under the laws of: _____ ;
(State)

(2) _____
(Type/Print Name of Entity)

a (check one): ☐ Profit Corp. ☐ Professional Corp. ☐ Nonprofit Corp. ☐ General Partnership
☐ Limited Partnership ☐ LLC ☐ LLP (If LLP must also check General Partnership) ☐ LLLP

formed under the laws of: _____ ;
(State)

(3) _____
(Type/Print Name of Entity)

a (check one): ☐ Profit Corp. ☐ Professional Corp. ☐ Nonprofit Corp. ☐ General Partnership
☐ Limited Partnership ☐ LLC ☐ LLP (If LLP must also check General Partnership) ☐ LLLP

formed under the laws of: _____ ;
(State)

(4) _____
(Type/Print Name of Entity)

a (check one): ☐ Profit Corp. ☐ Professional Corp. ☐ Nonprofit Corp. ☐ General Partnership
☐ Limited Partnership ☐ LLC ☐ LLP (If LLP must also check General Partnership) ☐ LLLP

formed under the laws of: _____ .
(State)

2. The name, state of formation and address of the surviving entity is:

(Type/Print Name of Entity) (State)

(Type/Print Street Address)

3. The Plan of Merger has been approved in accordance with the applicable laws of each entity that is a party to this merger.

4. Check one:

- a. ☐ Changes to the organizing articles of the surviving entity to be effected by the merger are attached.
- b. ☐ The organizing articles of the surviving entity shall not be amended pursuant to this merger.

5. All entities party to this merger agree:

- a. That the surviving entity may be served with process in this State in any action or proceeding for the enforcement of any liability or obligation of any entity previously subject to suit in this State which is to merge, and irrevocably appoints the following as its agent to accept service of process in any such proceeding.

(Name of Agent) (State)

(Street Address in Hawaii of Agent)

- b. For the enforcement of the right of any dissenting member, shareholder, or partner to receive payment for their interest against the surviving entity.

6. The merger is effective on the date and time of filing the Articles of Merger or at a later date and time, no more than 30 days after the filing, if so stated. Check one of the following statements:

☐ Merger is effective on the date and time of filing the Article of Merger.

☐ Merger is effective on _____, at _____ m.,
Hawaiian Standard Time, which date is not later than 30 days after the filing of the Articles of Merger.

We certify under the penalties of Section 414-20, 414D-12, 425-13, 425-172, 425E-208, and 428-1302, Hawaii Revised Statutes, as applicable, that we have read the above statements and that the same are true and correct.

Signed this _____ day of _____, _____

Surviving entity: _____
(Type/Print Entity Name)

(Signature) (Type/Print Name & Title)

Merging entity(s): _____
(Type/Print Entity Name)

(Signature) (Type/Print Name & Title)

Merging entity(s): _____
(Type/Print Entity Name)

(Signature) (Type/Print Name & Title)

Merging entity(s): _____
(Type/Print Entity Name)

(Signature) (Type/Print Name & Title)

SEE INSTRUCTIONS ON REVERSE SIDE

Instructions: Articles must be typewritten or printed in **black ink**, and must be **legible**. All signatures must be in **black ink**. Submit articles together with the appropriate fee.

Execution:

For **corporations**, document must be signed by at least one officer of the corporation.

For **general partnerships** must be signed by at least one general partner.

For **limited partnerships** must be signed by at least one general partner.

For **LLC**, must be signed and certified by at least one manager of a manager-managed company or by at least one member of a member-managed company.

For **LLP**, must be signed and certified by at least one partner.

For **LLLP**, must be signed and certified by at least one general partner.

- Line 1. State the name, type of entity and state of formation of the entities proposing to merge, including the surviving entity.
- Line 2. State the name, address and state of formation of the surviving entity.
- Line 3. The statement that the Plan of Merger was approved by each entity involved in the merger is required.
- Line 4. Any changes to the Organizing Articles of the surviving entity to be effected by the merger must be attached. Attachment must be typewritten or printed in black ink on 8-1/2 x 11 white, bond paper and printed only on one side.
- Line 5. State the name and Hawaii street address of the agent for service of process. The agent must be an individual resident of Hawaii, a domestic entity, or a foreign entity authorized to transact business in the State of Hawaii. If agent is an entity, list the state or country of incorporation/formation or organization of the agent.
- Line 6. Check whether the merger is effective on the date and time of filing the Articles of Merger with the Department of Commerce and Consumer Affairs, State of Hawaii, or effective on a future date. If a future date is selected, state the effective date and time, which cannot be more than 30 days after the filing of the Articles of Merger.

Filing Fees: **Filing Fees of \$100.00 and \$50.00 are not refundable.** Make checks payable to DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS. Dishonored Check (\$15 fee plus interest charge).

*The filing fee is **\$50.00** if the surviving entity is **nonprofit**.

NOTICE: THIS MATERIAL CAN BE MADE AVAILABLE FOR INDIVIDUALS WITH SPECIAL NEEDS. PLEASE CALL THE DIVISION SECRETARY, BUSINESS REGISTRATION DIVISION, DCCA, AT 586-2744, TO SUBMIT YOUR REQUEST.